

B. JOHN CASEY, OSB No. 120025  
john.casey@stoel.com  
RACHEL C. LEE, OSB No. 102944  
rachel.lee@stoel.com  
JACOB GOLDBERG, OSB No. 162565  
jacob.goldberg@stoel.com  
STOEL RIVES LLP  
760 SW Ninth Avenue, Suite 3000  
Portland, OR 97205  
Telephone: 503.224.3380

MATTHEW M. WOLF (*Pro Hac Vice*)  
matthew.wolf@arnoldporter.com  
ARNOLD & PORTER KAYE SCHOLER LLP  
601 Massachusetts Avenue, NW  
Washington, DC 20001  
Telephone: 202.942.5000

*Attorneys for Defendant The Kroger Company*

UNITED STATES DISTRICT COURT  
DISTRICT OF OREGON  
PORTLAND DIVISION

FEDERAL TRADE COMMISSION, STATE  
OF ARIZONA, STATE OF CALIFORNIA,  
DISTRICT OF COLUMBIA, STATE OF  
ILLINOIS, STATE OF MARYLAND, STATE  
OF NEVADA, STATE OF NEW MEXICO,  
STATE OF OREGON, and STATE OF  
WYOMING,

Plaintiffs,

v.

THE KROGER COMPANY and  
ALBERTSONS COMPANIES, INC.,

Defendants.

Case No.: 3:24-cv-00347-AN

**DECLARATION OF SONIA  
PFAFFENROTH IN SUPPORT OF  
DEFENDANTS' OPPOSITION TO  
PLAINTIFFS' MOTION IN LIMINE TO  
EXCLUDE EVIDENCE ABOUT THE  
DIVESTITURE AND EFFICIENCIES**

REDACTED VERSION

I, Sonia Pfaffenroth, declare as follows:

1. I am a partner at the law firm of Arnold & Porter Kaye Scholer LLP, counsel for Defendant, The Kroger Company (“Kroger”) in the above-captioned case. I am over the age of eighteen and competent to testify in this matter. I make this declaration based on my personal knowledge. I make this declaration in support of Defendants’ Opposition to Plaintiffs’ Motion in Limine to Exclude Evidence about the Divestiture and Efficiencies. The following documents are attached to this declaration as exhibits:

2. Exhibit 1 – an excerpt from the Expert Rebuttal Report of Aaron Yeater, dated July 12, 2024 (PX7011).

3. Exhibit 2 – the Walnut Business Plan, dated October 3, 2023 (PX3107).

4. Exhibit 3 – an Email Re: C&S Meeting Materials, dated October 3, 2023.

5. Exhibit 4 – excerpt from the FTC Investigation Hearing Transcript for Eric Winn, dated December 8, 2023 (PX4030).

6. Exhibit 5 – the Walnut Business Plan, dated June 2024 (PX3956).

7. Exhibit 6 – the Expert Report of Daniel Galante, dated July 1, 2024 (DX 2495).

8. Exhibit 7 – an excerpt from the Deposition of Daniel Galante, dated July 16, 2024 (PX4149).

9. Exhibit 8 – an excerpt from the Expert Rebuttal Report of Edward Fox, dated July 12, 2024 (PX7008).

10. Exhibit 9 – a Letter Re: Updated Synergies Estimates, dated January 23, 2024 (PX1535).

11. Exhibit 10 – a CNBC article titled *Kroger plans to lower prices by \$1 billion after Albertsons merger closes*, dated Aug. 15, 2024.

12. Exhibit 11 – an excerpt from the Deposition of Mafaz Maharroof, dated June 4, 2024 (PX4064).

13. Exhibit 12 – an excerpt from the Sourcing – GFR slide deck, dated February 5, 2024 (PX11104).

14. Exhibit 13 – the Expert Report of Rajiv B. Gokhale, dated July 1, 2024 (DX 2736).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

DATED: August 21, 2024

/s/ Sonia K. Pfaffenroth  
SONIA K. PFAFFENROTH (*Pro Hac Vice*)  
ARNOLD & PORTER KAYE SCHOLER LLP  
601 Massachusetts Avenue, NW  
Washington, DC 20001  
Phone: 202.942.5000  
sonia.pfaffenroth@arnoldporter.com